FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0076
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Estimated average burden hours per form	16.00



FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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Prefix			Serial
<i>,</i>	1		
	DATE RECEIV	VED	

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Cardiome Pharma Corp. Common Shares in connection with merger Filing Under (check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Type of Filing: New Filing Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Cardiome Pharma Corp. Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)									
Filing Under (check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Type of Filing: New Filing Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Cardiome Pharma Corp.									
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Cardiome Pharma Corp.									
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)									
Address of Executive Offices (Number and Street, City, State, Zip Code) 3650 Westbrook Mall, Vancouver, B.C. V6S2L2 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Same as above. Telephone Number (Including Area Code) Telephone Number (Including Area Code)									
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)									
Same as above.									
Brief Description of Business									
Develop tissue targeted cardiac drugs.									
Type of Business Organization									
☑ corporation ☐ limited partnership, already formed ☐ other (please specify):									
□ business trust □ limited partnership, to be formed									
Month Year									
Actual or Estimated Date of Incorporation or Organization: 1 2 8 6 \Box Actual \Box Estimated \Box Estimated									
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:									
CN for Canada; FN for foreign jurisdiction)									
# 12/2 11 E 2/00/2									
GENERAL INSTRUCTIONS AFR 9 J ZUUZ									
Federal: THOMSON									

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 2301300 All Colors or 15 U.S.C. 77d(6)

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issue;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner										
Rieder, Robert W. Rieder, Rober										
Rieder, Robert W.										
ieder, Robert W. usiness or Residence Address (Number and Street, City, State, Zip Code) 650 Westbrook Mall, Vancouver, B.C. V6S 2L2 heck Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner ull name (Last name first, if individual) zrin, Alan M. usiness or Residence Address (Number and Street, City, State, Zip Code) 650 Westbrook Mall, Vancouver, B.C. V6S 2L2 heck Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner ull name (Last name first, if individual) eatch, Gregory N. usiness or Residence Address (Number and Street, City, State, Zip Code) 650 Westbrook Mall, Vancouver, B.C. V6S 2L2										
Full name (Last name first, if individual) Rieder, Robert W. Business or Residence Address (Number and Street, City, State, Zip Code) Business or Residence Address (Number and Street, City, State, Zip Code) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply:										
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner	_									
Full name (Last name first, if individual)										
Ezrin, Alan M.										
Business or Residence Address (Number and Street, City, State, Zip Code)										
3650 Westbrook Mall, Vancouver, B.C. V6S 2L2	_									
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner										
Full name (Last name first, if individual)										
Beatch, Gregory N.	_									
Business or Residence Address (Number and Street, City, State, Zip Code)										
3650 Westbrook Mall, Vancouver, B.C. V6S 2L2	_									
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner										
Full name (Last name first, if individual)										
Yip, Christina Yit-Lai	_									
Business or Residence Address (Number and Street, City, State, Zip Code)										
3650 Westbrook Mall, Vancouver, B.C. V6S 2L2										
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner										
Full name (Last name first, if individual)										
Walker, Michael										
Business or Residence Address (Number and Street, City, State, Zip Code)										
3650 Westbrook Mall, Vancouver, B.C. V6S 2L2										
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner										
Full name (Last name first, if individual)										
Bain, Allen I.										
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner										
Full name (Last name first, if individual)										
Page, Clive P.										
Business or Residence Address (Number and Street, City, State, Zip Code)										
3650 Westbrook Mall, Vancouver, B.C. V6S 2L2										
Check Box(es) that Apply: ☐ Promoter . ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner										
Oh, Kim Sun										
Business or Residence Address (Number and Street, City, State, Zip Code)										
9 th Floor, Wisma Sime Darby, Jin Raja Laut, 50350 Kuala Lumpur, Malaysia										
(Use blank sheet, or copy and use additional copies of this sheet, as necessary)										

A. BASIC IDENTIFICATION DATA

- Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issue;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

Each general and managing partner of partnership issuers.											
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner											
Full name (Last name first, if individual)											
Elliott, Darrell J.											
Business or Residence Address (Number and Street, City, State, Zip Code)											
1120, 1095 West Pender Street, Vancouver, B.C. V6E 2M6 Check Box(es) that Apply: □ Promoter □ Beneficial Owner □ Executive Officer ☒ Director □ General and/or Managing Partner											
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner											
Full name (Last name first, if individual)											
Mallet, Colin R.											
Business or Residence Address (Number and Street, City, State, Zip Code)											
232 – 2628 Granville Street; Vancouver, B.C. V6S 3H8											
Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner											
Full name (Last name first, if individual)											
Chemical Company of Malaysia Berhad.											
Business or Residence Address (Number and Street, City, State, Zip Code)											
Wisma Sime Laut, Kuala Lumpur, Malaysia 50708											
Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner											
Full name (Last name first, if individual)											
Royal Bank Investments Management Inc.											
Business or Residence Address (Number and Street, City, State, Zip Code)											
Royal Trust Tower, Suite 3800, Toronto Dominion Centre, 77 King Street West, Toronto, Ontario M5K 1H1											
Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner											
Full name (Last name first, if individual)											
AGF Funds Inc											
Business or Residence Address (Number and Street, City, State, Zip Code)											
Toronto Dominion Bank Tower, 31st Floor, Toronto, Ontario M5K1E9											
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner											
Full name (Last name first, if individual)											
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Full name (Last name first, if individual)											
Business or Residence Address (Number and Street, City, State, Zip Code)											
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His the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? S S					В. І	NFORMA"	TION ABC	UT OFFE	RING		18.4.1.76			
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual? 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remnanciation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the same of the broker or dealer (Timor than five (5) persons to be listed at a susceptible or information for that broker or dealer only. Full name (Last name first, if individual) NAA Suscessin Which Person Listed Has Solicited or Intends to Solicit Purchasers (Cheek "All States" or check individual States)	1. Has th	e issuer so	ld, or does t	the issuer in	tend to sell	to non-acc	redited inve	stors in this	offering?			Yes ⊠	No □	
3. Does the offering permit joint ownership of a single util! 4. Enter the information requested for each person whe has been or will be gold or given, directly or indirectly, any commission or similar requirement for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed in associated persons or agent of a sorker of dealer elegistered with the SEC and/or with a state or states, but the range of solicit persons or letter the person to be listed are associated persons of such a provider or dealer, you amay set form the their firm range of the person to be listed are associated persons of such a provider or dealer, you may set form the their firm range of the person to be listed are associated persons of such a provider or dealer only. Full name (Last name first, if individual) NA Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer (Cheek *All States*) and the solicited or Intends to Solicit Purchasers (Cheek *All States*) and the solicit persons of the person Listed Has Solicited or Intends to Solicit Purchasers (Cheek *All States*) and the solicit persons of the person Listed Has Solicited or Intends to Solicit Purchasers (Cheek *All States*) and the solicited or Intends to Solicit Purchasers (Cheek *All States*) and the solicited or Intends to Solicite Purchasers (Cheek *All States* or check individual States*). [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicite Purchasers (Cheek *All States* or check individual States*). [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [III] [IN] [IN] [IN] [IN] [IN] [IN] [IN]			.,						•					
3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or singlate renumeration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an exposition of solicitation of purchasers in connection with sales of securities in the offering if a person to be listed are associated persons of such a broken or dealer. Journally self individual) NA Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Cheek "All States") or sheek individual States). [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [Hi] [ID] [ID] [ID] [ID] [ID] [ID] [ID] [ID	2. What	is the minir	mum invest	ment that w	ill be accep	ted from an	y individua	 1?		***************************************		\$N/A		
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Business or Residence Address (Number and Street, City, State, Zip Code)	[MT]	[NE]	[NV]	[NH]	[N1]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
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Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Business	r Residenc	e Address (Number and	Street Cit	y State 7ir	2 Code)							
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Dusiness	·	c Address (rvamber and	i Sireet, Cir	y, state, Zij) Code)							
(Check "All States" or check individual States) □ All States [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]	Name of A	ssociated I	Broker or D	ealer										
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					[N1]	[NM]	[NY]	[NC]	[ND]	-	[OK]			
	[RI]	[SC]	[SD]									[WY]	[PR]	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Type of Security	1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		•
Debt Equity		Type of Security		•
Convertible Securities (including warrants) Partnership Interests Other (Specify) \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$				
Convertible Securities (including warrants) Partnership Interests Other (Specify) \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$		Equity	\$ 12,424,681.54	\$ 12,424,681.54
Partnership Interests S S S S Cher (Specify				<u> </u>
Other (Specify		Convertible Securities (including warrants)	\$	\$
Total Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors 21 Sp993,673.10 Non-accredited Investors 21 Sp993,673.10 Non-accredited Investors 21 Sp993,673.10 If this filing under Rule 504 only) 20 Sp93,673.10 If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 504 Scurity Sold Rule 505 Scurity Sold Rule 505 Scurity Type of offering under Rule 504 or 505, enter the information requested for all securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 504 Scurity Sold Rule 505 Scurity Sold Rule 505 Scurity Sold Sold Sold Sold Sold Sold Sold Sold		Partnership Interests	\$	\$
Total Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors 21 Sp993,673.10 Non-accredited Investors 21 Sp993,673.10 Non-accredited Investors 21 Sp993,673.10 If this filing under Rule 504 only) 20 Sp93,673.10 If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 504 Scurity Sold Rule 505 Scurity Sold Rule 505 Scurity Type of offering under Rule 504 or 505, enter the information requested for all securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 504 Scurity Sold Rule 505 Scurity Sold Rule 505 Scurity Sold Sold Sold Sold Sold Sold Sold Sold		Other (Specify)	\$	\$
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchased. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Dollar Amount of Purchasers				\$ 12,424,681.54
offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors		Answer also in Appendix, Column 3, if filing under ULOE.		
Accredited Investors	2.	offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their		,
Non-accredited Investors				Dollar Amount
Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505 Regulation A Rule 504 Total S Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees. Transfer Age		Accredited Investors	21	\$ 9,993,673.10
Answer also in Appendix, Column 4, if filing under ULOE 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Security Type of Security Sold Rule 505 Regulation A Rule 504 Total S A. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Transfer Agent's Fees S S S S S S S S S S S S S		Non-accredited Investors	20	
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505 Regulation A Rule 504 Total 3. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Transfer Agent's Fees Accounting Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Finders' fees and consulting fees. Sold Type of Security Sold Type of Security Security Sold Type of Security Security Sold Type of Security Sold Type of Security Security Sold Security Sold				\$
Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Transfer Agent's Fees Expenses Exp	3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the	Type of	Dollar Amount
Regulation A		Type of offering		
Rule 504		Rule 505		\$
Total		Regulation A		\$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees. Transfer Agent's Fees. Description of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees. Description of the issuer. The information of the issuer.		Rule 504		\$
securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees. Transfer Agent's Fees. Example 1		Total		\$
Printing and Engraving Costs	4.	securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not		
Legal Fees		Transfer Agent's Fees	\boxtimes	\$ 6,311
Accounting Fees IX \$ 63,107 Engineering Fees ID \$ Sales Commissions (specify finders' fees separately) ID \$ Other Expenses (identify) Finders' fees and consulting fees IX \$ 410,198		Printing and Engraving Costs	\boxtimes	\$ 25,243
Engineering Fees		Legal Fees	\boxtimes	\$ 252,430
Sales Commissions (specify finders' fees separately) Other Expenses (identify) Finders' fees and consulting fees. \Box \text{\$\frac{1}{3}\$ \text{\$\frac{1}{3}\$} \text{\$\frac{1}\$} \text{\$\frac{1}{3}\$}		Accounting Fees	\boxtimes	\$ 63,107
Other Expenses (identify) Finders' fees and consulting fees.		Engineering Fees		\$
· · · · · · · · · · · · · · · · · · ·		Sales Commissions (specify finders' fees separately)	. 🗆	\$
Total		Other Expenses (identify) Finders' fees and consulting fees	×	\$ 410,198
		Total	×	\$ 757,289

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	Question 1 and total expenses furnished in	regate offering price given in response to Part Cresponse to Part C - Question 4.a. This difference	is		\$	11,667,392.54
5.	for each of the purposes shown. If the amount	oss proceeds to the issuer used or proposed to be use unt for any purpose is not known, furnish an estimate. The total of the payments listed must equal to in response to Part C - Question 4.b above.	ate			
				Payments to Officers, Directors, & Affiliates		Payments to Others
	Salaries and fees			\$		\$
	Purchase of real estate			S		\$
	Purchase, rental or leasing and installation of	f machinery and equipment		S		\$
	Construction or leasing of plant buildings and	d facilities		S		\$
		ne value of securities involved in this offering that curities of another issuer pursuant to a merger)		\$	X	\$ 11,667,392.54
	Repayment of indebtedness			<u>s</u>		\$
	Working capital			S		S
Ot	er (specify):					<u>s</u>
	Column totals			<u>s</u>	X	\$ 11,667,392.54
To	al Payments Listed (column totals added)				X	\$ 11,667,392.54
						1
		D. FEDERAL SIGNATURE		in the factors of		PERSONAL
sig	nature constitutes an undertaking by the issue	ed by the undersigned duly authorized person. If this is to furnish to the U.S. Securities and Exchange Conceredited investor pursuant to paragraph (b)(2) of R	nmis	sion, upon written		
	ner (Print or Type) rdiome Pharma Corp.	Signature	Date	Marh	22	2002
Na	me of Signer (Print or Type) egory N. Beatch	Title of Signer (Print or Type) Vice President				

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1901.)

THE REPORT OF THE PROPERTY OF		Section 1
·		
	Yes	No
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?		X
See Appendix, Column 5, for state response.		

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to
 offerces.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited

 Offering Exemption (ULOE) of the state in which this notice is filed and understand that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Cardiome Pharma Corp.	Signature 3	Date March 22, 2002
Name of Signer (Print or Type).	Title of Signer (Print of Type)	
Gregory N. Beatch	Vice President	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1		2	3		4				5		
	Intended to sell to non-accredited investors in State (Part B-Item 1)		to non-accredited offered in state investors in State (Part C-Item 1)				Type of inv amount purch (Part C-	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No	Common Shares	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No		
AL			·								
AK											
AZ			·								
AR		-									
ĊА		X	\$39,991.94	1	\$39,991.94	0	0		X		
СО											
СТ	X		\$2,063,273.68	2	\$1,375,514.75	1	\$687,758.93		Х		
DE		Х	\$959,806.65	1	\$959,806.65	. 0	0		Х		
DC											
FL											
GA						,					
HI											
ID				···							
IL											
IN											
ÍΑ											
KS											
KY											
LA											
ME					-						
MD		X	\$3,106,170.39	2	\$3,106,170.39	0	0		X		
MA		X	\$13,977.76	4	\$13,977.76	0	0		X		
MI											
MN											
MS											
МО											
MT							_				

APPENDIX

1		2	3		-	4			5
	to non-a	ed to sell accredited rs in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No	Common Shares	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
NE									
NV								·	
NH									
NJ	Х		\$170,839.37	0	0	2	\$170,839.37		Х
NM									
NY	X		\$3,114,324.08	10	\$1,101,913.94	17	\$2,012,410.14		x
NC									
ND									
ОН									
OK		·							
OR				<u>-</u>		-			
PA		X	\$2,956,297.67	1	\$2,956,297.67	0	0		X
RI		<u> </u>					·		
SC									
SD									
TN									
TX					,				
UT									
VT									
VA				,					
WA							_,		
WV									
WI									
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PR									

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